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Co-Counsel for Debtors in Possession

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:

GYMBOREE GROUP, INC., *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 19-30258 (KLP)
)
) (Jointly Administered)
)

**PROPOSED AGENDA FOR MATTERS SCHEDULED
FOR MAY 30, 2019, AT 1:00 P.M. (PREVAILING EASTERN TIME)**

I. NEW MOTIONS

1. **“Motion to Authorize Contract Rejection.”** *Debtors’ Motion for Entry of an Order Authorizing Them to Reject Certain Executory Contracts* [Docket No. 736]

Responses Received: None

Related Documents:

A. *Notice of Motion and Notice of Hearing* [Docket No. 737]

Status: This matter is going forward on an uncontested basis.

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: Gymboree Group, Inc. (6587); Gymboree Intermediate Corporation (1473); Gymboree Holding Corporation (0315); Gymboree Wholesale, Inc. (6588); Gym-Mark, Inc. (6459); Gymboree Operations, Inc. (6463); Gymboree Distribution, Inc. (8669); Gymboree Manufacturing, Inc. (6464); Gymboree Retail Stores, LLC (6461); Gym-Card, LLC (5720); and Gymboree Island, LLC (1215). The Debtors’ service address is 71 Stevenson Street, Suite 2200, San Francisco, California 94105.

2. **“Motion to Authorize Payment of Prepetition Foreign Claims.”** *Debtors' Motion for Entry of an Order Authorizing the Payment of Certain De Minimis Prepetition Foreign Claims and (II) Granting Related Relief* [Docket No. 744]

Responses Received: None

Related Documents:

- A. *Notice of Motion and Notice of Hearing* [Docket No. 745]

Status: This matter is going forward on an uncontested basis.

II. **FEE APPLICATIONS**

1. **“Application for Compensation.”** *First Interim Application of Milbank LLP, Co-Counsel for Debtors In Possession, for Allowance of Interim Compensation and Reimbursement of Expenses Incurred from January 16, 2019 through March 31, 2019* [Docket No. 678]

Responses Received:

- A. *Response of the United States Trustee to First Interim Applications of Professionals for Allowance of Payment of Compensation and Reimbursement of Out-Of-Pocket Expenses* [Docket No. 759]

Related Document:

- A. *Notice of Hearing and Notice of Application(s)* [Docket No. 679]

Status: This matter is going forward.

2. **“Application for Compensation.”** *First Interim Application of Kutak Rock LLP, Co-Counsel for the Debtors in Possession, for Allowance of Interim Compensation and Reimbursement of Expenses Incurred for the Period from January 16, 2019 through March 31, 2019* [Docket No. 718]

Responses Received:

- A. *Response of the United States Trustee to First Interim Applications of Professionals for Allowance of Payment of Compensation and Reimbursement of Out-Of-Pocket Expenses* [Docket No. 759]

Related Documents:

- A. *Notice of Hearing and Notice of Application(s)* [Docket No. 720]

- B. *Amended Exhibit F to First Interim Application of Kutak Rock LLP, Co-Counsel for the Debtors* [Docket No. 738]
- C. *Notice of Filing Amended Exhibit F to First Interim Application of Kutak Rock LLP, Co-Counsel for the Debtors* [Docket No. 739]

Status: This matter is going forward.

- 3. **“Application for Compensation.”** *First Interim Fee Application of Miller Buckfire & Co., LLC and Stifel, Nicolaus & Co., the Debtors' Investment Bankers, for Compensation for Services Rendered and Reimbursement of Expenses Incurred from the Petition Date through the Month of March 2019* [Docket No. 722]

Responses Received:

- A. *Response of the United States Trustee to First Interim Applications of Professionals for Allowance of Payment of Compensation and Reimbursement of Out-Of-Pocket Expenses* [Docket No. 759]

Related Documents:

- A. *Notice of Hearing and Notice of Application(s)* [Docket No. 723]

Status: This matter is going forward.

- 4. **“Application for Compensation.”** *First Interim Application of KPMG LLP, as Tax Consultants to the Debtors, for Allowance of Compensation for Services Rendered and Reimbursement of Expenses for the Period from January 16, 2019 through March 31, 2019* [Docket No. 700]

Responses Received:

- A. *Response of the United States Trustee to First Interim Applications of Professionals for Allowance of Payment of Compensation and Reimbursement of Out-Of-Pocket Expenses* [Docket No. 759]

Related Document:

- A. *Notice of Hearing and Notice of Application(s)* [Docket No. 701]

Status: This matter is going forward.

- 5. **“Application for Compensation.”** *First Interim Application of Prime Clerk LLC, as Administrative Advisor to the Debtors, for Compensation for Services Rendered and*

Reimbursement of Expenses Incurred for the Period from January 16, 2019 through March 31, 2019 [Docket No. 676]

Responses Received:

- A. *Response of the United States Trustee to First Interim Applications of Professionals for Allowance of Payment of Compensation and Reimbursement of Out-Of-Pocket Expenses* Docket No. 759]

Related Document:

- A. *Notice of Hearing and Notice of Application(s)* [Docket No. 679]

Status: This matter is going forward.

III. ADJOURNED MATTERS

1. **“Deutsche Bank 2004 Examination.”** *Motion of Deutsche Bank Trust Company Americas, Former Indenture Trustee for the 9.125% Senior Notes Due 2018, For Entry of an Order Authorizing the Examination of Certain Parties Pursuant to Rule 2004 of the Federal Rules of Bankruptcy Procedure* [Docket No. 404]

Responses Received:

- A. *Debtors’ Limited Objection to Motion of Deutsche Bank Trust Company Americas, Former Indenture Trustee for the 9.125% Senior Notes Due 2018, for Entry of an Order Authorizing the Examination of Certain Parties Pursuant to Rule 2004 of the Federal Rules of Bankruptcy Procedure* [Docket No. 510]
- B. *Objection of SSIG to Motion of Deutsche Bank Trust Company Americas, Former Indenture Trustee for the 9.125% Senior Notes Due 2018, for Entry of an Order Authorizing the Examination of Certain Parties Pursuant to Rule 2004 of the Federal Rules of Bankruptcy Procedure* [Docket No. 521]
- C. *Bank of America, N.A. Limited Objection with Respect to 2004 Motion* [Docket No. 522]
- D. *Corrected Objection of SSIG to Motion of Deutsche Bank Trust Company Americas, Former Indenture Trustee for the 9.125% Senior Notes Due 2018, For Entry of an Order Authorizing the Examination of Certain Parties Pursuant to Rule 2004 of the Federal Rules of Bankruptcy Procedure* [Docket No. 525]

Related Documents:

- A. *Notice Motion of Deutsche Bank Trust Company Americas, Former Indenture Trustee for the 9.125% Senior Notes Due 2018, For Entry of an Order Authorizing the Examination of Certain Parties Pursuant to Rule 2004 of the Federal Rules of Bankruptcy Procedure* [Docket No. 405]
- B. *Joinder of the Official Committee of Unsecured Creditors and Response in Support of the Motion of Deutsche Bank Trust Company Americas, Former Indenture Trustee for the 9.125% Senior Notes Due 2018, for Entry of an Order Authorizing the Examination of Certain Parties Pursuant to Rule 2004 of the Federal Rules of Bankruptcy Procedures* [Docket No. 437]
- C. *Notice of Hearing of the Motion of Deutsche Bank Trust Company Americas, Former Indenture Trustee for the 9.125% Senior Notes Due 2018, For Entry of an Order Authorizing the Examination of Certain Parties Pursuant to Rule 2004 of the Federal Rules of Bankruptcy Procedure* [Docket No. 562]
- D. *Reply Memorandum of Deutsche Bank Trust Company Americas, Former Indenture Trustee, in Further Support of Rule 2004 Motion* [Docket No. 616]

Status: The parties have agreed to adjourn this matter until June 20, 2019.

2. **“Pan Pacific 2004 Examination.”** *Notice of and Rule 2004 Motion of Pan Pacific Co., Ltd. For Authorization to Issue Document Requests, Notices, and Subpoenas for the Production of Documents and for Testimony by the Debtors* [Docket No. 439]

Responses Received:

- A. *Debtors ‘Limited Objection to Rule 2004 Motion of Pan Pacific Co., Ltd. for Authorization to Issue Document Requests, Notices, and Subpoenas for the Production of Documents and for Testimony by the Debtors* [Docket No. 542]

Related Document:

- A. *Notice of Hearing on the Rule 2004 Motion of Pan Pacific Co., Ltd. for Authorization to Issue Document Requests, Notices, and Subpoenas for the Production of Documents and for Testimony by the Debtors* [Docket No. 576]

Status: The parties have agreed to adjourn this matter until June 20, 2019.

IV. ADVERSARY PROCEEDING

1. **"Pocrass Adversary."** *Hearing continued* [Docket No. 43, Adv. Case No. 19-03010]

Responses Received: None

Related Documents:

- A. *Adversary Class Action Complaint* [Docket No. 1, Adv. Case No. 19-03010]
- B. *Debtors' Motion to Stay Adversary Proceeding* [Docket No. 6, Adv. Case No. 19-03010]
- C. *First Amended Adversary Class Action Complaint* [Docket No. 14, Adv. Case No. 19-03010]
- D. *Plaintiff's Response in Opposition to Debtor's Motion to Stay Adversary Proceeding* [Docket No. 18, Adv. Case No. 19-03010]
- E. *Order* [Docket No. 32, Adv. Case No. 19-03010]
- F. *Order Further Continuing Hearing on Debtors' Motion to Stay Adversary Proceeding and Pre-Trial Conference* [Docket No. 36, Adv. Case No. 19-03010]
- G. *Hearing continued by Agreement pending settlement negotiations* [Docket No. 38, Adv. Case No. 19-03010]
- H. *Pre-Trial Conference Continued by Agreement pending settlement negotiations* [Docket No. 39, Adv. Case No. 19-03010]
- I. *Pre-Trial Conference Continued* [Docket No. 42, Adv. Case No. 19-03010]

Status: The Hearing and Pre-Trial Conference scheduled for May 30, 2019 have been continued by agreement.

V. SALE MATTERS

1. **"Cure Objections."** *Notice of Adjournment of Unresolved Cure Objections to Thursday, May 30, 2019 at 1:00 P.M. (prevailing Eastern Time)* [Docket No. 698]

Responses Received: None

Related Documents:

- A. *Order (I)(A) Approving Bidding Procedures, (B) Approving J&J Stalking Horse Purchase Agreement, (C) Scheduling an Auction and Approving Form and Manner of Notice Thereof, (D) Approving Assumption and Assignment Procedures and (E) Scheduling the Sale Hearing; (II) Approving (A) the Sale(s), Free and Clear of Encumbrances and (B) Assumption and Assignment of Executory Contracts and Unexpired Leases; and (III) Granting Related Relief* [Docket No. 76]
- B. *Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale* [Docket No. 144]
 - a. *Supplemental Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale* [Docket No. 460]
- C. *The Taubman Landlords' Precautionary Objection to the Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and Cure Claim Objection* [Docket No. 202]
- D. *Limited Objection of Landlord, Palm Beach Mall Holdings LLC, to Debtors' Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale* [Docket No. 210]
- E. *Objection and Reservation of Rights of Flow Commerce Inc. to the Debtors' Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale* [Docket No. 212]
- F. *Objection by Westfield, LLC and Affiliates to Proposed Sale, Assumption and Assignment of Unexpired Leases and Proposed Cure Amounts* [Docket No. 214]
- G. *Objection of Bellevue Square, LLC to Debtors' Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale* [Docket No. 222]
- H. *CBL & Associates Management, Inc. Limited Objection to Debtor's Stated Cure Amounts* [Docket No. 223]
- I. *Objection of Federal Realty Investment Trust, PGIM Real Estate, Retail Properties of America, Inc., Starwood Retail Partners LLC,*

The Forbes Company, The Macerich Company, and TYBAB Partners LLC to Debtors' Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale [Docket No. 230]

- J. *Limited Objection of BP Prucenter Acquisition LLC and OWRF Carmel LLC to Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale [Docket No. 231]*
- K. *Objection of salesforce.com, Inc. to Proposed Assumption and Assignment of Certain Executory Contracts and Notice of Cure Costs, and Reservation of Rights in Connection with the Pending Sale(s) [Docket No. 233]*
- L. *Objection of Brookfield Property REIT Inc., RREEF Management L.L.C., SITE Centers Corp., and Turnberry Associates to Proposed Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale [Docket No. 235]*
- M. *Objection and Reservation of Rights of Washington Prime Group Inc. to the Cure Amount Proposed in the Debtors' Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale [Docket No. 236]*
- N. *Objection and Reservation of Rights of Greater Lakeside LLC to the Debtors' Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale [Docket No. 237]*
- O. *Oracles Limited Objection To And Reservation Of Rights Regarding (1) Debtors' Motion for Entry of Orders (I)(A) Approving Bidding Procedures, (B) Approving J&J Stalking Horse Purchase Agreement, (C) Scheduling an Auction and Approving Form and Manner of Notice Thereof, (D) Approving Assumption and Assignment Procedures and (E) Scheduling the Sale Hearing; (II) Approving (A) the Sale(s), Free and Clear of Encumbrances and (B) Assumption and Assignment of Executory Contracts and Unexpired Leases; and (III) Granting Related Relief ("Sale Motion"); and (2) Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale ("Assumption Notice") [Docket No. 238]*

- P. *Vestar Green Valley, LLC's Objection to Proposed Sale, Assumption and Assignment of Unexpired Leases and Proposed Cure Amounts* [Docket No. 239]
- Q. *Objection of Teachers Insurance and Annuity Association of America to Cure Costs and Proposed Assumption of Unexpired Leases* [Docket No. 244]
- R. *Limited Objection and Reservation of Rights of Simon Property Group, L.P. to Debtors' Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale* [Docket No. 250]
- S. *Limited Objection of Landlord, Palm Beach Mall Holdings LLC, to Possible Assumption and Assignment of Lease* [Docket No. 312]
- T. *Aerin LLC Limited Objection to and Reservation of Rights Regarding (I) Debtors' Motion for Entry of Orders (I)(A) Approving Bidding Procedures, (B) Approving J&J Stalking Horse Purchase Agreement, (C) Scheduling an Auction and Approving Form and Manner of Notice Thereof, (D) Approving Assumption and Assignment Procedures and (E) Scheduling the Sale Hearing; (II) Approving (A) the Sale(s), Free and Clear of Encumbrances and (B) Assumption and Assignment of Executory Contracts and Unexpired Leases; and (III) Granting Related Relief ("Sale Motion"); and (2) Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale ("Assumption Notice")* [Docket No. 335]
- U. *Objection of the Chubb Companies to Debtors' Motion for Entry of Orders (I)(A) Approving Bidding Procedures, (B) Approving J&J Stalking Horse Purchase Agreement, (C) Scheduling an Auction and Approving Form and Manner of Notice thereof, (D) Approving Assumption and Assignment Procedures and (E) Scheduling the Sale Hearing; (II) Approving (A) the Sale(s), Free and Clear of Encumbrances and (B) Assumption and Assignment of Executory Contracts and Unexpired Leases; and (III) Granting Related Relief* [Docket No. 341]
- V. *Objection of Federal Realty Investment Trust, PGIM Real Estate, Retail Properties of America, Inc., Starwood Retail Partners LLC, The Forbes Company, The Macerich Company, and TYBAB Partners, LLC to Debtors' Motion for Entry of Orders (I)(A) Approving Bidding Procedures, (B) Approving J&J Stalking Horse Purchase Agreement, (C) Scheduling an Auction and Approving Form and Manner of Notice thereof, (D) Approving Assumption and*

Assignment Procedures and (E) Scheduling the Sale Hearing; (II) Approving (A) the Sale(s), Free and Clear of Encumbrances and (B) Assumption and Assignment of Executory Contracts and Unexpired Leases; and (III) Granting Related Relief [Docket No. 346]

- W. *Limited Objection of Landlord, GFM, LLC to Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale [Docket No. 385]*
- X. *Notice of Auction (Setting the Time to 10:00 AM) [Docket No. 387]*
 - a. *Notice of Adjournment of Auction to Wednesday, February 27, 2019 at 10:00 A.M. (Prevailing Eastern Time) [Docket No. 409]*
 - b. *Notice of Adjournment of Auction to Thursday, February 28, 2019 at 10:00 A.M. (Prevailing Eastern Time) [Docket No. 428]*
 - c. *Amended Notice of Adjournment of Auction to Thursday, February 28, 2019 at 10:00 A.M. (Prevailing Eastern Time) [Docket No. 429]*
 - d. *Notice of Adjournment of Auction to Friday, March 1, 2019 at 9:00 A.M. (Prevailing Eastern Time) and Extension of Adequate Assurance Objection Deadline to Monday March 4, 2019 at 11:00 A.M. (Prevailing Eastern Time) [Docket No. 440]*
- Y. *Objection of Brookfield Property REIT Inc., RREEF Management L.L.C., SITE Centers Corp. and Turnberry Associates to Proposed Assumption and Assignment of Leases [Docket No. 434]*
- Z. *Objection of Landlord, GFM, LLC and Caruso Management Co., Ltd., to Possible Assumption and Assignment of Lease and Reservation of Rights [Docket No. 452]*
- AA. *Notice of Successful Bidders, Sale Hearing, and Adjournment of the Adequate Assurance Objection Deadline [Docket No. 455]*
 - a. *Amended Notice of Successful Bidders, Sale Hearing, and Adjournment of the Adequate Assurance Objection Deadline [Docket No. 457]*
- BB. *Supplemental Declaration of James Doak in Support of Debtors' Motion for Approval of Bidding Procedures, Entry of One or More Sale Orders, and Related Relief [Docket No. 463]*

- CC. *Notice of Adjournment of Cure Objections to Thursday, April 11, 2019 at 10:00 A.M. (Prevailing Eastern Time)* [Docket No. 461]
- DD. *Notice of Filing of Proposed Sale Orders* [Docket No. 472]
- EE. *Order (I) Approving the Sale of Certain J&J Assets Free and Clear of Liens, Claims, Interests and Encumbrances and (II) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection therewith; and (III) Granting Related Relief* [Docket No. 484]
- FF. *Order (I) Approving the Sale of Certain Gymboree and Crazy 8 Assets Free and Clear of Liens, Claims, Interests and Encumbrances and (II) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection therewith; and (III) Granting Related Relief* [Docket No. 487]
- GG. *Notice of Closing Date of J&J Sale* [Docket No. 494]
- HH. *The Taubman Landlords' Amended Precautionary Objection to the Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and Cure Claim Objection* [Docket No. 524]
- II. *Aerin LLC's Objection to Supplemental Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale* [Docket No. 531]
- JJ. *Notice of Closing Date of Sale of Gymboree and Crazy 8 Assets to TCP Brands, LLC* [Docket No. 614]
- KK. *Notice of Adjournment of Unresolved Cure Objections to Wednesday, May 1, 2019 at 1:00 P.M. (Prevailing Eastern Time)* [Docket No. 631]
- LL. *Notice of Adjournment of Unresolved Cure Objections to Thursday, May 30, 2019 at 1:00 P.M. (prevailing Eastern Time)* [Docket No. 698]

Status: The Debtors continue to work to reconcile cure amounts with counterparties to assumed contracts and leases. Any unresolved issues are adjourned to June 20, 2019.

VI. Non-Debtor Motions:

1. **“Motion to Allow Late Filing of Claims.”** *Motion to Allow Late Filed Claim* [Docket No. 729]

Responses Received: None

Related Documents:

- A. *Notice of Motion and Notice of Hearing regarding Motion to Allow Late Filed Proof of Claim* [Docket No. 730]
- B. *Stipulation and Consent Order by and among the Debtors and Olga Nochevina* [Docket No. 769]

Status: This matter has been resolved and is no longer going forward.

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Dated: May 28, 2019
Richmond, Virginia

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